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JLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23250-J  
JAN 13 '11 -1 30 PM  
SURFACE TRANSPORTATION BOARD

January 13, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Cession, dated as of January 13, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession), as supplemented, previously filed with the Board under Recordation Numbers 23250-B and 23250-F.

The names and addresses of the parties to the enclosed document are:

Lessee:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002
Owner Trustee:	Amtrak Trust HS-EDC-3 c/o Wilmington Trust Company 1100 North Market Street Wilmington DE 19801
Indenture Trustee:	Manufacturers and Traders Trust Company 25 South Charles Street Baltimore, MD 21202

Chief, Section of Administration  
January 13, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 658 and High Speed Trainset Number 7 consisting of 8 railcars AMTK 2032, 2034, 3216, 3301, 3419, 3553, 3556 and 3557.

A short summary of the document to appear in the index is:

Termination and Release Cession.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 23250-J  
FILED

JAN 13 '11 -1 30 PM

**TERMINATION AND RELEASE  
CESSION**

**SURFACE TRANSPORTATION BOARD**

This TERMINATION AND RELEASE dated as of January 13, 2011 (this "Termination") is between (i) NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), (ii) WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor") (in its individual capacity "Trust Company") under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 between the Owner Participant named therein ("Owner Participant") and Trust Company, and (iii) MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, as successor in interest to Allfirst Bank, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-3), dated as of November 1, 2000, between Indenture Trustee and US Lessor ("Trust Indenture").

**WITNESSETH:**

WHEREAS, GIE FINLINER ALIZE ("Lessor") and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated December 1, 2000, and (iii) that certain Lease Supplement No. 2 dated February 13, 2001 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into (i) that certain Assignment (Cession), dated as of December 7, 2000, which was filed and recorded on December 7, 2000 at 12:41 p.m. and has been assigned Recordation Number 23250-B with the Surface Transportation Board and (ii) that certain Assignment (Cession), dated as of February 28, 2001, which was filed and recorded on February 28, 2001 at 9:41 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23250-F (together, subsections (i) and (ii), the "Cession");

WHEREAS, pursuant to the Trust Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Cession as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of January 13, 2011, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units was transferred to US Lessor; and

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Cession is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession are hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.


Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein   
Name: Dale M. Stein  
Title: Treasurer

)  
DISTRICT OF COLUMBIA ) ss  
)

On this 10 day of JANUARY, 2011, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

*My Commission Expires*  
*July 31, 2014*

*Chris F. Bell*  
Notary Public, DC

My Commission Expires: \_\_\_\_\_

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided, but solely as  
Owner Trustee

By:

  
Name: Robert J. Perkins  
Title: Vice President

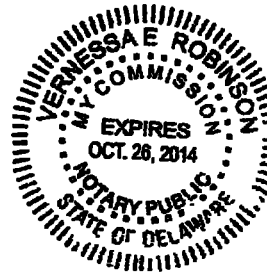
*Cession Agreement Termination and Release*  
*(GIE Finliner Alize)*

STATE OF DELAWARE                     )  
   ) SS.:  
COUNTY OF NEW CASTLE             )

On this 5 day of Jan, 2011, before me personally appeared Robert J. Robinson, to me personally known, who, by me being duly sworn, says that he/she is VP of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson  
Notary Public

My commission expires VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 25, 2014



*Cession Agreement Termination and Release*  
*(GIE Finlner Altze)*



IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee .

By:



Name: Artis Cummings, CTS

Title: Banking Officer

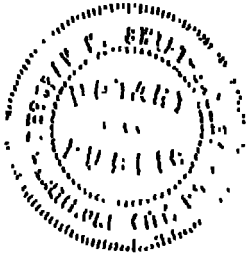
*Cession Agreement Termination and Release*  
*(GIE Finlhar Alize)*

STATE OF MARYLAND            )  
  ) ss.:  
CITY OF BALTIMORE            )

On this 6th day of January, 2011, before me personally appeared Artis Cummings, to me personally known, who, being by me duly sworn, says that he/she is a Bank Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Artis Cummings by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra S. Smith - Esq.  
Notary Public

My Commission Expires: 4/4/2014



*Cession Agreement Termination and Release*  
*(GIE Fritlner Alize)*

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 

Name: TALAL M. KAIROUZ

Title: ASSET MANAGER

By: 

Name:

Title:

TREVOR MULLIGAN  
ASSET MANAGER

**Execution Copy**

**Annex A to  
Termination and Release**

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
One (1) Dual-Cab, High Horsepower Electric Locomotive, manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 658
High Speed Trainset Number 7, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2032 AMTK 2034
One (1) First Class Car	AMTK 3216
Three (3) Coach Cars	AMTK 3553 AMTK 3556 AMTK 3557
One (1) Bistro Car	AMTK 3301
One (1) End Coach Car	AMTK 3419